

# TORONTO STOCK EXCHANGE

FILING STATEMENT No. 712.  
FILED, MARCH 22nd, 1962.

## STARRATT NICKEL MINES LIMITED

Full corporate name of Company  
Incorporated under Part XI of the Companies Act (Ontario) by Letters Patent, dated June 8th, 1945. Supplementary Letters Patent, dated March 20th, 1957.  
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

### FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>(a) Underwriting and Option Agreement on 1,000,000 shares of the capital stock of the Company.</p> <p>(b) Agreement to finance new Company to be formed on the Company's property in Baird Township, Province of Ontario. (See Schedule A attached hereto).</p>
2. Head office address and any other office address.	Suite 1101, 62 Richmond Street West, Toronto, Ontario
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President and Director, Frederick T. Pearce, 1 Benvenuto Place, Toronto, Ontario, Mining Executive.</p> <p>Vice-President and Director, William D. Pearce, Room 19, 359 St. James St., West, Montreal, Quebec, Executive.</p> <p>Secretary-Treasurer and Director, Mildred G. Johnston, 150 Balmoral Ave., Toronto, Ontario, Secretary.</p> <p>Director - W.A. Bishop, 68 Kendall Avenue, Toronto, Ontario, Insurance Agent.</p> <p>Director - E.V. Jones, 32 Boone Avenue, Toronto, Ontario, Prospector.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	<p>Authorized Capital - 10,000,000 shares.</p> <p>Issued and Outstanding - 6,150,000 shares</p>
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>Under an Agreement dated March 19th, 1962, made between the Company and Marchmont and Dixon Limited, registered Security Dealers, 11 Adelaide St., West, Toronto, Ontario, (on behalf of Clients), as Underwriter-Optionee, the Underwriter-Optionee agreed to purchase 200,000 shares of the Company at Ten Cents (10¢) per share, 200,000 shares of the Company at Twelve and One-Half cents (12½¢) per share, and 100,000 shares of the Company at Fifteen Cents (15¢) per share, payable forthwith upon acceptance for filing by the Toronto Stock Exchange of this Statement (the date of such acceptance being hereinafter referred to as the "effective date"). In consideration of such agreement to purchase, the Company has granted the Underwriter-Optionee (acting as aforesaid), the sole and exclusive option to purchase all or any part or parts of 500,000 additional shares of the Company at the prices and within the times noted below, namely:</p> <p>100,000 shares at 15¢ per share, within three months of the effective date;</p> <p>200,000 shares at 20¢ per share, within six months of the effective date; and</p> <p>200,000 shares at 25¢ per share, within nine months of the effective date.</p>

APR 18 1962



7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.

The Underwriter-Optionee has no beneficial interest in the shares underwritten and optioned under the agreement mentioned in the preceding paragraph, having entered into the said agreement on behalf of its clients, Lingside Copper Mining Company Limited, Acadia Uranium Mines Limited, Jilbie Mining Company Limited and Territory Mining Company Limited, all of Room 1101, 62 Richmond Street West, Toronto, Ontario. The respective interest of the Underwriter-Optionee's Clients in the shares underwritten and optioned are as follows:-

Lingside Copper Mining Company Limited - to the extent of 55%.

Acadia Uranium Mines Limited - to the extent of 15%.

Jilbie Mining Company Limited - to the extent of 15%.

Territory Mining Company Limited - to the extent of 15%.

Lingside Copper Mining Company Limited, Acadia Uranium Mines Limited, Jilbie Mining Company Limited and Territory Mining Company Limited are all public companies; Frederick T. Pearce, the President of the Company, is also the President of the companies just named.

8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.

None

9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.

See Schedule 'B' on page 3.



SCHEDULE "A"

By Agreement dated March 19th, 1962, and subsequently amended by Agreement dated March 29th, 1962, made between the Company, as the Party of the First Part, and Lingside Copper Mining Company Limited, Acadia Uranium Mines Limited, Jilbie Mining Company Limited, and Territory Mining Company Limited, as Parties of the Second Part, it was agreed that subject to acceptance by the Toronto Stock Exchange, in consideration of the Parties of the Second Part, agreeing to purchase firmly 200,000 shares of the capital stock of the Company at 10¢ per share, 200,000 shares at 12½¢ per share, and 100,000 shares at 15¢ per share, the Company agrees to grant options on a further block of 500,000 shares of the capital stock of the Company at the prices, and within the times, as set out in Item 6 above, and further undertakes that in the event commercial ore of sufficient tonnage is proven up, in the opinion of the Company's Consulting Engineer, to transfer the Company's properties situated in Baird Township, District of Kenora, Province of Ontario, to a new public mining company, having a capitalization of 5,000,000 common shares, of the par value of \$1.00 each. The said new Company to be organized at the expense of Starratt Nickel Mines Limited, and shall be financed on the following basis; after Starratt Nickel Mines Limited has received a share consideration in the said new Company for the transfer of the said properties, further Treasury shares of the said new Company shall be taken up and paid for at prices and within the times mutually agreed upon, as follows:

Starratt Nickel Mines Limited to the extent of 30%;  
Lingside Copper Mining Company Limited to the extent of 25%;  
Acadia Uranium Mines Limited to the extent of 15%;  
Jilbie Mining Company Limited to the extent of 15%;  
Territory Mining Company Limited to the extent of 15%.

SCHEDULE "B"

The proceeds of the sale of these Treasury shares are to be used:

(a) To the extent of \$25,188.65 in payment of obligations now due and owing, as follows:

1. Lingside Copper Mining Company Limited	- \$6,105.19
2. Jilbie Mining Company Limited	- 6,400.00
3. Frederick T. Pearce (salary as Managing Director for a period of 40 months) in settlement	- 2,649.00
4. Sundry Accounts (including Transfer Agent fees Solicitors, Auditors, Canadian Bank Note Company)	- 8,459.46
5. Officers (arrears of Secretarial fees 3 years)	- 1,275.00
6. Accountant	- 300.00

In the opinion of management, the above accounts payable other than the loans payable to Lingside Copper Mining Company Limited, and Jilbie Mining Company Limited, can be negotiated for lesser amounts.

(b) To the extent of \$25,000.00 for a diamond drilling programme on the Company's mining claims located in Baird Township, District of Kenora, Province of Ontario.

(c) The balance will accrue to the Treasury of the Company.

In the event that the Company's engineer recommends further mining development, the balance of the proceeds of the shares, so underwritten, and any proceeds received from the exercise of all, or any part, of the options referred to in Paragraph 6 hereof, shall be available to carry out the said recommendations of the engineer. No portion of the funds received from the above Underwriting and Option Agreement will be used for any Corporate purpose, other than general administration costs, without the acceptance by the Toronto Stock Exchange of a Filing Statement setting out such Corporate purpose.



# FINANCIAL STATEMENTS

## STARRATT NICKEL MINES LIMITED

(Incorporated under the Laws of the Province of Ontario)

### BALANCE SHEET

As at December 31st, 1961

#### ASSETS

##### Current Assets

Cash	\$ 6.72	
Refundable from a contractor	<u>3,976.72</u>	3,983.44

Patented Mining Claims		479,741.69
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Administration		1,126.43
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Exploration		<u>287.91</u>
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\$485,139.47

#### LIABILITIES

##### Current Liabilities

Accounts payable	13,453.46	
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Loans payable	<u>12,805.19</u>	26,258.65
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##### Capital and Deficit

##### Capital stock

Authorized:  
10,000,000 shares, par value \$1.00 each

Issued and fully paid:  
6,150,000 shares \$6,150,000.00  
Less - discount 4,280,000.00 1,870,000.00

Deficit, as per Auditors Balance Sheet, December 31st, 1959	\$1,411,119.18	458,880.82
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	1,411,119.18	<u>\$485,139.47</u>
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Approved on behalf of the Board of Directors:

Jim Grace (Director)

Robert C. Smith (Director)

## STARRATT NICKEL MINES LIMITED

#### ADMINISTRATION

Legal	\$500.00
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Shareholders' Information	52.50
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Directors' Fees	275.00
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Sundries	29.15
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Government Fees	269.78
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\$1126.43

#### EXPLORATION

Licences	130.42
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Engineer Fees	128.80
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Sundry Expense	<u>29.69</u>
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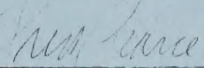
\$ 287.91



STATEMENT OF SOURCE AND APPLICATION OF FUNDS  
FOR THE PERIOD DECEMBER 31st, 1960 to MARCH 19th, 1962.

Cash Balance, Dec. 31st, 1960		\$ 167.40
<u>Funds Received.</u>		
Loans	\$ 300.00	
Annual Payment Right of Way 1961 & 1962	1200.00	1500.00
		<u>\$1867.40</u>
<u>Funds Applied:</u>		
Accounts Payable	389.00	
Administration Expenses	418.00	
Exploration Expenses	276.43	
	<u>\$1084.43</u>	<u>\$1084.43</u>
Cash on hand as at March 19th, 1962		<u>582.97</u>
		<u>\$1867.40</u>

CERTIFIED TO BE CORRECT:

  
President

  
Secretary

**ENGINEER'S REPORT**

Note - The following is an excerpt from a report by W.P. Mackle, M.Sc., P.Eng., dated December 9th, 1961, on the Company's mining claims located in Baird Township, Red Lake Area, Ont. A complete copy of the report is on file with the Toronto Stock Exchange.

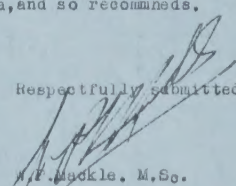
CONCLUSION AND RECOMMENDATIONS.

It is the considered opinion of the writer that the following programme is warranted and in the order specified:

1. Carry out the cross section drilling of the area north west of the De Villier Zone to the granite contact. This would require 5 holes for a total of 2000 feet of drilling.
2. After the snow has gone carry out a detailed geological mapping of the De Villier Zone and adjacent area and then followed by some shallow drilling as a check on the structure. If confirmed then deepen if possible, Holes S.N.I and 2 as it is the opinion of the writer in view of most recent information and study that they both should have gone to at least a vertical depth of 300 feet.
3. Obtain if possible, and the Madsen management are co-operative, details of the zone to the north west of the Main Madsen Zone but in any event, a series of cross sectional holes on claim K.R.L. 12964 along a north west south east line. This programme would require provision for at least 1500 feet of drilling and if encouraging make some arrangement with the Madsen, if possible, for a follow up of some underground drilling from the face of their most westerly cross-cut on the 16th. Level as shown on the accompanying plan.

It is estimated that the complete plan as outlined above would cost at least \$20,000.00 but the writer feels that any financing arrangements should provide for not less than \$25,000.00 as the drilling conditions on claim K.R.L. 12964 are not known and heavy overburden would increase the cost considerably above that in the De Villier Zone area, and so recommends.

Respectfully submitted

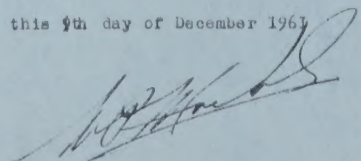
  
W.P. Mackle, M.Sc.

CERTIFICATE

I, Wilfred P. Mackle of the Town of Kenora in the Province of Ontario do hereby certify:

1. That I am a Mining Engineer with the degree of Master of Applied Science from the University of Toronto in the year 1923.
2. That I have practiced my profession continuously since the above date.
3. That I have no interest either directly or indirectly neither do I expect to receive any interest either directly or indirectly in the properties or the securities of Starrat Nickel Mines Ltd.
4. That the accompanying report is based on personal examination of the property (De Villier Zone) in 1956 and 1957 and a subsequent visit and study of the underground plans and sections, including underground drilling, in June of 1958.

Date at Kenora, Ontario this 9th day of December 1961

  
W.P. Mackle, M.Sc.



10. Brief statement of company's chief development work during past year.	During the month of February, 1961, 1,000' of diamond drilling was carried out on the Company's property in Baird Township, District of Kenora, Province of Ontario, with inconclusive results.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	None
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	225,000 shares are held in escrow with the Crown Trust Company, Toronto, Ontario, subject to release on the consent of the Ontario Securities Commission, the Board of Directors, and the Toronto Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	K.N. Wheeler, Room 402, 80 Richmond St. West, Toronto, Ontario - 125,000 shares. Jilbie Mining Company Limited, Room 1101, 82 Richmond St. West, Toronto, Ontario - 100,000 shares.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	E.H. Pooler & Company Limited, - 571,000 shares. 303 Bay Street, Toronto, Ontario. Davidson & Company, - 471,100 shares 25 Adelaide Street West, Toronto, Ontario. James Richardson & Son, - 304,500 shares Royal Bank Building, Toronto, Ontario. Savard & Hart, - 198,700 shares Montreal, Quebec. Doherty Roadhouse & Company - 181,300 shares 335 Bay Street, Toronto, Ontario. The Company has no further information as to the beneficial ownership of any of the above shares.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	So far as can be ascertained, no person is in a position to materially effect control of the Company, except Frederick T. Pearce, the President of the Company residing at 1 Benvenuto Place, Toronto, Ontario, who in his capacity as President may solicit proxies from other Shareholders.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	None
18. Brief statement of any lawsuits pending or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	See Schedule "A" attached hereto on page 3.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The sum of \$3,976.72 is outstanding on the books of the Company, as an account receivable, and is a refund of a deposit placed with Sulmac Exploration Services Limited, 80 Richmond Street West, Toronto, Ontario. The Company and the Contractor are at present negotiating a settlement. Upon acceptance for filing by the Toronto Stock Exchange of the Underwriting and Option Agreement, referred to in Paragraph 3 above, the shares of the Company will be in primary distribution.

# CERTIFICATE OF THE COMPANY

DATE March 19, 1963.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"F.T. Pearce"

STARRATT NICKEL MINES LIMITED  
CORPORATE SEAL

"M.C. Johnston"

President

CERTIFICATE OF UNDERWRITER OR OPTIONEE Secretary

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

MARCHMENT AND DIXON LIMITED  
per

*[Signature]*  
President  
*[Signature]*  
Secretary